

Federal Communications Commission Washington, D.C. 20554 FCC 315	Approved by OMB 3060-0032 (September 2004) FOR FCC USE ONLY
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE Read INSTRUCTIONS Before Filling Out Form	FOR COMMISSION USE ONLY FILE NO. BTCCT - 20070501AGL

Section I - General Information

1.	Legal Name of the Licensee/Permittee KSWB INC.		
	Mailing Address 7191 ENGINEER ROAD		
	City SAN DIEGO	State or Country (if foreign address) CA	Zip Code 92111 -
	Telephone Number (include area code) 8584929269	E-Mail Address (if available)	
	FCC Registration Number: 0001535053	Call Sign KSWB-TV	Facility ID Number 58827
2.	Contact Representative (if other than licensee/permittee) R. CLARK WADLOW		Firm or Company Name SIDLEY AUSTIN LLP
	Mailing Address 1501 K STREET NW		
	City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20005 -
	Telephone Number (include area code)	E-Mail Address (if available) RWADLOW@SIDLEY.COM	

	2027368215	
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial Educational Licensee/Permittee <input type="radio"/> Other <input type="radio"/> N/A (Fee Required)	
4.	Purpose of Application: <input checked="" type="radio"/> Transfer of control of licensee <input type="radio"/> Transfer of control of permitte <input type="radio"/> Amendment to pending application File number of pending application: - If an amendment, submit as an Exhibit a listing by Section and [Exhibit 1] Question Number of the portions of the pending application that are being revised.	
5.	Were any of the authorizations that are the subject of this <input type="radio"/> Yes <input checked="" type="radio"/> No application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)? If yes, list pertinent authorizations in an Exhibit. [Exhibit 2]	
6.	a. Were any of the authorizations that are the subject of this <input type="radio"/> Yes <input checked="" type="radio"/> No application obtained through the Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)? b. If yes to 6(a), have all such stations operated for at least 4 years <input checked="" type="radio"/> Yes <input type="radio"/> No with a minimum operating schedule since grant pursuant to the point system? If no, list pertinent authorizations in an Exhibit and include in the [Exhibit 3] Exhibit a showing that the transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005(a).	

Section II - Transferor(s)

1.	Certification. Transferor(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferor(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No
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2.	Legal Name of the Transferor SHAREHOLDERS OF TRIBUNE COMPANY			
	Mailing Address 435 NORTH MICHIGAN AVENUE			
	City CHICAGO	State or Country (if foreign address) IL	Zip Code 60611 -	
		Telephone Number (include area code) 3122223333	E-Mail Address (if available)	
3.	Contact Representative (if other than transferor) R. CLARK WADLOW		Firm or Company Name SIDLEY AUSTIN LLP	
	Mailing Address 1501 K STREET NW			
	City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20005 -	
	Telephone Number (include area code) 2027368215		E-Mail Address (if available) RWADLOW@SIDLEY.COM	
	If more than one transferor, submit the information requested in questions 2 and 3 for each transferor. [Exhibit 4]			
4.	Changes in interests as a result of transfer.			
	[Enter Changes in Interests Information]			
	Changes in Interests as a Result of Transfer			
	(A) NAMES AND ADDRESSES OF ANY PARTY TO APPLICATION HOLDING AN ATTRIBUTABLE INTEREST	(B) CITIZENSHIP	INTEREST HELD	
			(C) BEFORE TRANSFER OR ASSIGNMENT	(D) AFTER TRANSFER OR ASSIGNMENT
			(1) Percentage Votes	(2) Percentage Total Assets (Equity plus Debt)
	SEE EXHIBIT 5	NA		
	or [Exhibit 5]			

I certify that the statements in this application are true, complete, and correct to the best

of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing CRANE H. KENNEY	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section III - Licensee/Permittee

1.	Certification. Licensee/permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No					
2.	<p>Authorizations to be Assigned. List the authorized stations and construction permits to be assigned. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.</p> <p>[Enter Station Information]</p> <p>List the authorized stations and construction permits to be transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be transferred. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.</p> <table border="1"> <tr> <td>Facility</td> <td>Call Sign</td> <td>or Construction Permit File</td> <td>City</td> <td>State</td> </tr> </table>	Facility	Call Sign	or Construction Permit File	City	State	
Facility	Call Sign	or Construction Permit File	City	State			

ID Number	Number		
58827	KSWB-TV	-	SAN DIEGO CA
3.	Agreements to Transfer Control of Station. Licensee/permittee certifies that: <ul style="list-style-type: none"> a. it has placed in its public inspection file(s) and submitted an exhibit to this item copies of all agreements to transfer control of the station(s); b. these documents embody the complete and final understanding between transferor(s) and transferee(s); and c. these agreements comply fully with the Commission's rules and policies. Exhibit Required		<input type="radio"/> Yes <input checked="" type="radio"/> No See Explanation in [Exhibit 6]
4.	Other Authorizations. List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest.		<input type="checkbox"/> N/A [Exhibit 7]
5.	Character Issues. Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: <ul style="list-style-type: none"> a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised. 		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 8]
6.	Adverse Findings. Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 9]
7.	Local Public Notice. Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.		<input checked="" type="radio"/> Yes <input type="radio"/> No
8.	Auction Authorization. Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an		<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A

	auction through the use of a bidding credit or other special measure.	See Explanation in [Exhibit 10]
9.	Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<input checked="" type="radio"/> Yes <input type="radio"/> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing CRANE H. KENNEY	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section IV - Transferee(s)

1.	Certification. Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No												
2.	<table border="1"> <tr> <td colspan="3">Legal Name of the Transferee(s) SAMUEL ZELL (SEE EXHIBIT 11)</td> </tr> <tr> <td colspan="3">Mailing Address TWO NORTH RIVERSIDE PLAZA SUITE 600</td> </tr> <tr> <td>City CHICAGO</td> <td>State or Country (if foreign address) IL</td> <td>Zip Code 60606 -</td> </tr> <tr> <td>Telephone Number</td> <td colspan="2">E-Mail Address (if available)</td> </tr> </table>		Legal Name of the Transferee(s) SAMUEL ZELL (SEE EXHIBIT 11)			Mailing Address TWO NORTH RIVERSIDE PLAZA SUITE 600			City CHICAGO	State or Country (if foreign address) IL	Zip Code 60606 -	Telephone Number	E-Mail Address (if available)	
Legal Name of the Transferee(s) SAMUEL ZELL (SEE EXHIBIT 11)														
Mailing Address TWO NORTH RIVERSIDE PLAZA SUITE 600														
City CHICAGO	State or Country (if foreign address) IL	Zip Code 60606 -												
Telephone Number	E-Mail Address (if available)													

	(include area code) 3124540100	
3.	Contact Representative (if other than transferee) JOHN R. FEORE, JR.	Firm or Company Name DOW LOHNES PLLC
	Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800	
	City WASHINGTON	State or Country (if foreign address) DC
	Zip Code 20036 -	
	Telephone Number (include area code) 2027762876	E-Mail Address (if available) JFEORE@DOWLOHNES.COM
	If more than one transferee, submit the information requested in questions 2 and 3 for each transferee. [Exhibit 11]	
4.	Nature of Applicant. Each transferee is:	
	<input checked="" type="radio"/> an individual	<input type="radio"/> a general partnership
	<input type="radio"/> a limited partnership	<input type="radio"/> a for-profit corporation
	<input type="radio"/> other	<input type="radio"/> a not-for-profit corporation
		<input type="radio"/> a limited liability company (LLC/LC)
	a. If "other", describe nature of transferee in an Exhibit. [Exhibit 12]	
5.	Agreements to Transfer Control of Station. Transferee certifies that:	<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 13]
	a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement to transfer control of the station (s) specified in Section III, question 2; and	
	b. these agreements comply fully with the Commission's rules and policies.	
6.	Parties to the Application.	
	a. List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.	
	(1) Name and address of the transferee and each party to the	
	(2) Citizenship.	

application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc.

(4) Percentage of votes.

(5) Percentage of total assets (equity plus debt).

[Enter Parties/Owners Information]

6a. Parties to the Application

List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity.

(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(2) Citizenship.

(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard, etc.

(4) Percentage of votes.

(5) Percentage of total assets (equity plus debt).

(1) Name and Address	(2) Citizenship	(3) Positional Interest	(4) Percentage of Votes	(5) Percentage of total assets (equity plus debt).
SEE EXHIBIT 14				

	b. Applicant certifies that equity interests not set forth above are non-attributable.	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A See Explanation in [Exhibit 15]
7.	Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.	<input type="checkbox"/> N/A [Exhibit 16]
8.	Multiple Ownership.	
	a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station(s) or any other stations in the same market as the station(s) subject to this application? If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.	<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 17]
	b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules. Radio Applicants Only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a). All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.	<input checked="" type="radio"/> Yes <input type="radio"/> No [Exhibit 18]
	c. Transferee certifies that the proposed transfer: <ol style="list-style-type: none"> 1. does not present an issue under the Commission's policies relating to media interests of immediate family members; 2. complies with the Commission's policies relating to future ownership interests; and 3. complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors. 	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 19]
9.	Character Issues. Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or	<input checked="" type="radio"/> Yes <input type="radio"/> No

	<p>connection with:</p> <p>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</p> <p>b. any pending broadcast application in which character issues have been raised.</p>	<p>See Explanation in [Exhibit 20]</p>
10.	<p>Adverse Findings. Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>See Explanation in [Exhibit 21]</p>
11.	<p>Alien Ownership and Control. Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>See Explanation in [Exhibit 22]</p>
12.	<p>Financial Qualifications. Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p>See Explanation in [Exhibit 23]</p>
13.	<p>Program Service Certification. Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
14.	<p>Auction Authorization. Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.</p>	<p><input type="radio"/> Yes <input type="radio"/> No</p> <p><input checked="" type="radio"/> N/A</p> <p>See Explanation in [Exhibit 24]</p>
15.	<p>Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
16.	<p>EEO. Does the applicant propose to employ five or more full-time</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

employees?

If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report (FCC Form 396-A)

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing SAMUEL ZELL	Typed or Printed Title of Person Signing INDIVIDUAL
Signature	Date 05/01/2007

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Exhibits

Exhibit 5

Description: EXHIBIT 5

EXHIBIT 5--NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER

Attachment 5

Description
<u>EXHIBIT 5--NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER</u>

Exhibit 6

Description: EXHIBIT 6

EXHIBIT 6- PART 1-AGREEMENTS TO TRANSFER OF CONTROL
EXHIBIT 6- PART 2-AGREEMENTS TO TRANSFER OF CONTROL
EXHIBIT 6A--REQUEST FOR 'PERMIT BUT DISCLOSE' STATUS

Attachment 6

Description
Exhibit 6-1--Agreements to Transfer of Control
Exhibit 6-2--Agreements to Transfer of Control
Exhibit 6A--Request for 'Permit But Disclose' Status

Exhibit 7**Description:** EXHIBIT 7

EXHIBIT 7-OTHER BROADCAST INTERESTS

Attachment 7

Description
Exhibit 7--Other Broadcast Interests

Exhibit 11**Description:** OTHER TRANSFEREES

TRANSFEREE #2:

THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED
THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

THE ADDRESS FOR TRANSFEREE 2 IS:

TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

C/O GREATBANC TRUST COMPANY, TRUSTEE

1301 WEST 22ND STREET, SUITE 702

OAK BROOK, IL 60523

ATTENTION: MARILYN MARCHETTI AND DANIELLE MONTESANO

630-572-5121/5120

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 2 IS:

MARC S. MARTIN

MARTIN L. STERN

KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP

1601 K STREET, NW
WASHINGTON, DC 20006
202-778-9859/202-661-3700
MARC.MARTIN@KLGATES.COM
MARTY.STERN@KLGATES.COM

TRANSFeree #3:
EGI-TRB, L.L.C.

THE ADDRESS FOR TRANSFeree 3 IS:
TWO NORTH RIVERSIDE PLAZA
SUITE 600
CHICAGO, ILLINOIS 60606
312-454-0100

THE CONTACT REPRESENTATIVE FOR TRANSFeree 3 IS:
JOHN R. FEORE, JR.
DOW LOHNES PLLC
1200 NEW HAMPSHIRE AVENUE, NW
SUITE 800
WASHINGTON, DC 20036
202-776-2786
JFEORE@DOWLOHNES.COM

Attachment 11

Description
ESOP Trust Certification
EGI-TRB, L.L.C. Certification

Exhibit 12

Description: TRANSFEREES

TRANSFEREE #2 (THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST) IS A TRUST. TRANSFeree #3 (EGI-TRB, L.L.C.) IS A LIMITED LIABILITY COMPANY.

Attachment 12

Exhibit 13

Description: EXHIBIT 13

SEE LICENSEE'S EXHIBIT 6

EXHIBIT 13A: AGREEMENTS FOR TRANSFER OF CONTROL

EXHIBIT 13B: PENDING RENEWAL APPLICATIONS

EXHIBIT 13C: REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

Attachment 13

Description
Agreements for Transfer of Control
Pending Renewal Applications
Request for Permit-but-Disclose Status

Attachment 14

Description
Description of Transaction and Parties to the Application
